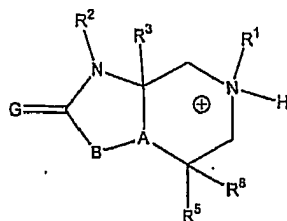


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

A is CH or nitrogen;

B is $-\text{CH}_2-$, $-\text{CHF}-$, $-\text{CF}_2-$, NR_4 or O, with the proviso that when A is N, B is $-\text{CH}_2-$, $-\text{CHF}-$ or $-\text{CF}_2-$;

G is oxygen,

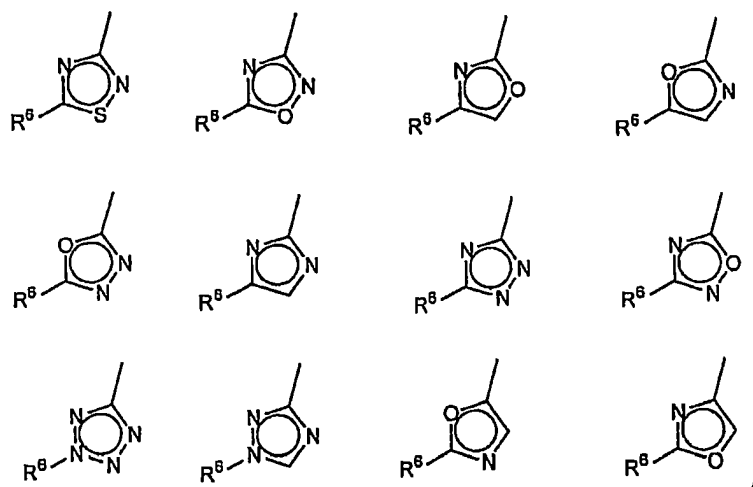
R_1 is hydrogen or C_{1-6} alkyl;

R_2 is C_{1-8} alkyl, $-\text{CH}_2$ -aryl, CH_2 -heterocycle, $-\text{CH}_2$ -substituted C_5 cycloalkyl, or a $-\text{CH}_2$ -substituted hetero cycle, each of which may be optionally substituted with one or more of halo, hydroxyl,

C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-8} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl;

R_3 is hydrogen; cyclobutyl, cyclopropyl, methyl, ethyl, isopropyl, butyl, sec-butyl;

R_5 is a 5-membered unsaturated heterocyclic ring having one of the following structures:



R_6 is methyl, aralkyl, arylamino, aralkyl substituted by one or more halo and having a methylene group linking the aryl to the unsaturated 5-membered ring, aralkyl substituted by one or more halo and having an ethylene group linking the aryl to the unsaturated 5-membered ring; or

R_5 may also be C_2 - C_4 -aralkyl, $-CH_2-O-R_7$ where R_7 is C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_2 - C_4 aralkyl which groups may be optionally substituted with fluoro or hydroxy; and

R_8 is hydrogen phenyl or halo-substituted phenyl;

with the proviso that when either R_3 or R_8 is not hydrogen, the other is hydrogen.

2. (cancel)

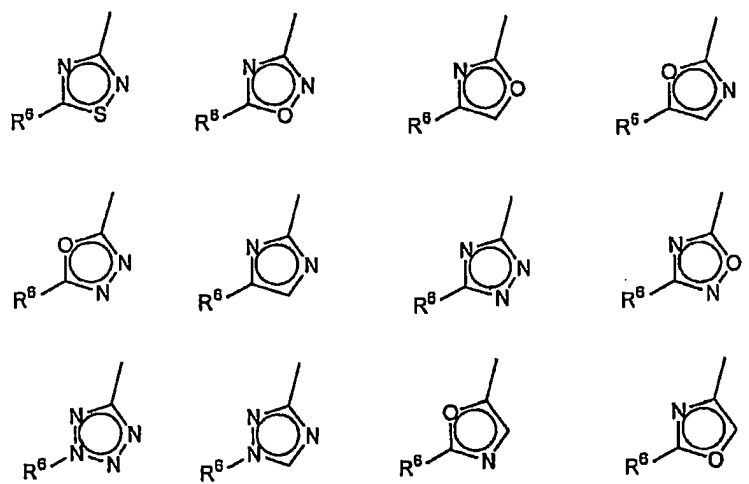
3. (previously presented) A compound according to claim 1, wherein

R_1 is H;

R_2 is $-CH_2$ -aryl optionally substituted with one or more of halo, hydroxy, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-8} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl;

R_3 is hydrogen or cyclobutyl;

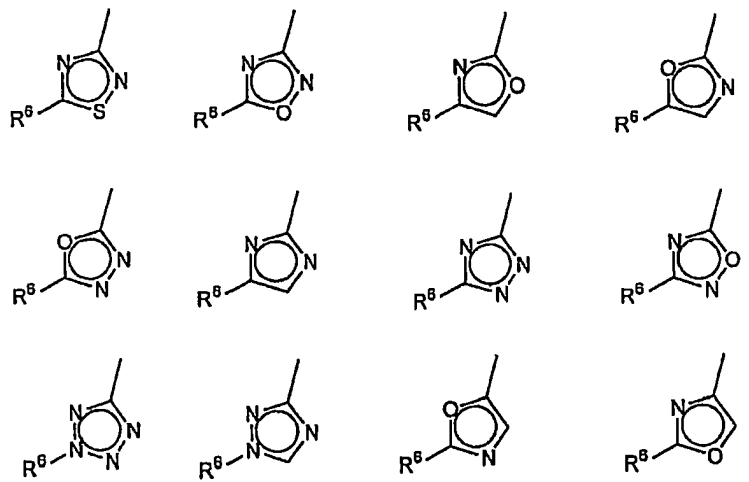
R_5 is one of the following 5-membered unsaturated heterocyclic ring structures:



R_6 is phenyl, phenylamino substituted by one or more halo, phenylmethyl substituted by one or more halo, or phenethyl substituted by one or more halo; and

R_8 is hydrogen or a fluoro-substituted phenyl.

4. (previously presented) A compound according to claim 3, wherein
R₂ is -CH₂-C₆H₅ or -CH₂-heterocyclic aryl each of which may be optionally substituted with one or more of halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₈ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl;
R₃ is H;
R₅ is one of the following 5-membered unsaturated heterocyclic ring structures:



R₆ is a meta chloro-substituted phenylamino, a meta chloro-substituted phenylmethy or a meta chloro-substituted phenethyl; and
R₈ is 3,5-difluorophenyl.

5. (previously presented) A compound according to claim 1, wherein

A is CH;

B is $-\text{CH}_2-$;

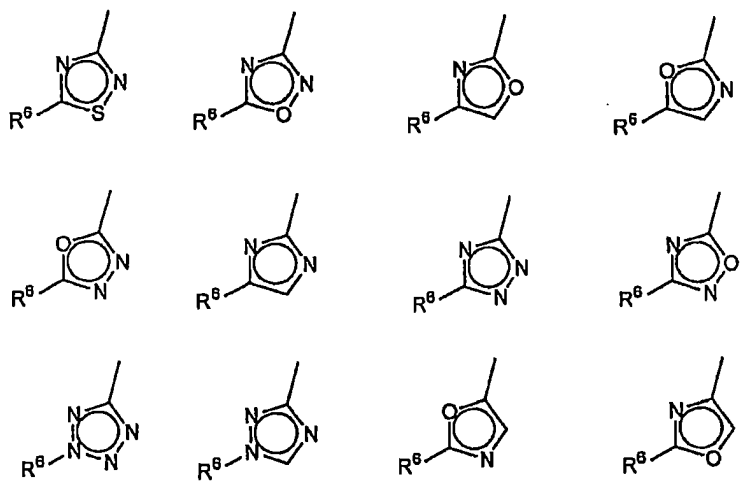
G is oxygen;

R₁ is hydrogen;

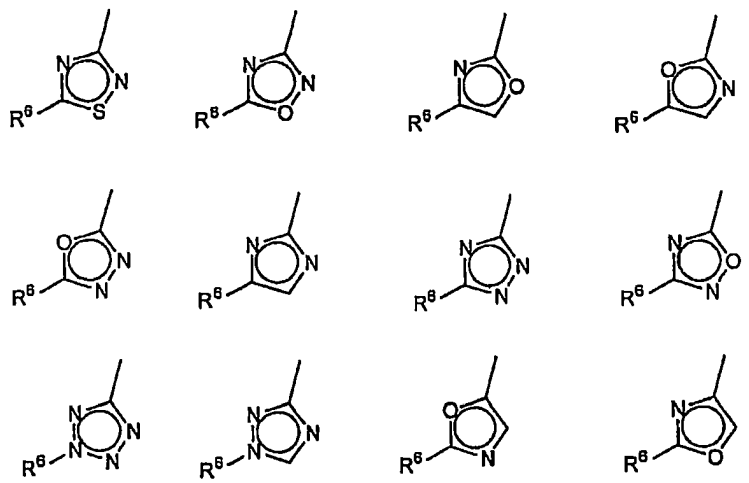
R₂ is C₁₋₈ alkyl or $-\text{CH}_2$ -aryl (optionally substituted by one or more of halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₈ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl);

R₃ is cyclobutyl or H, and

R₅ is one of the following 5 -membered unsaturated heterocyclic ring structures:



6. (previously presented) A compound according to claim 1, in which A is CH;
B is O;
G is oxygen;
R₁ is hydrogen;
R₂ is C₁₋₈ alkyl, -CH₂-aryl (optionally substituted by one or more of halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₈ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl);
R₃ is cyclobutyl or H; and
R₅ is -CH₂-O-CH₃, -CH₂-O-CH₂-CH₂-C₆H₅ or one of the following 5-membered unsaturated heterocyclic ring structures:



7. (previously presented) A compound according to claim 1, wherein .

A is CH;

B is NH;

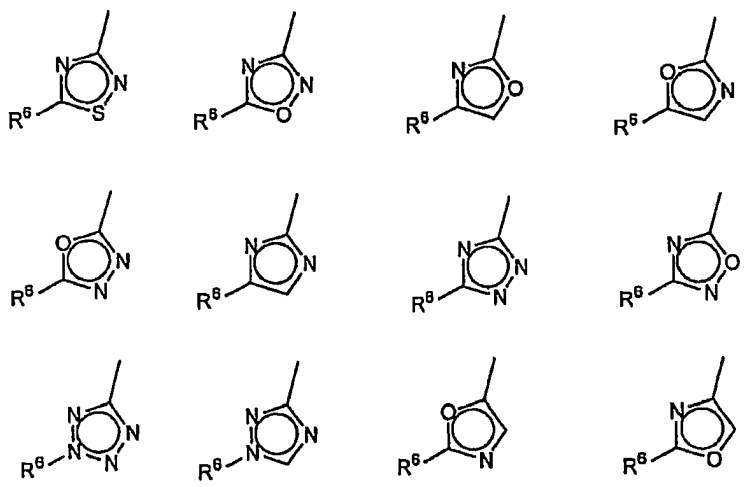
G is oxygen;

R₁ is hydrogen;

R₂ is C₁₋₈ alkyl, -CH₂-aryl, a -CH₂-heterocyclic group or a -CH₂-substituted C₅ cycloalkyl (optionally substituted by one or more of halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₈ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl);

R₃ is cyclobutyl or H; and

R₅ is -CH₂-O-CH₃, -CH₂-O-CH₂-CH₂-C₆H₅ or one of the following 5-membered unsaturated heterocyclic ring structures:



8. (previously presented) A compound according to claim 1, wherein

A is N;

B is $-\text{CH}_2-$;

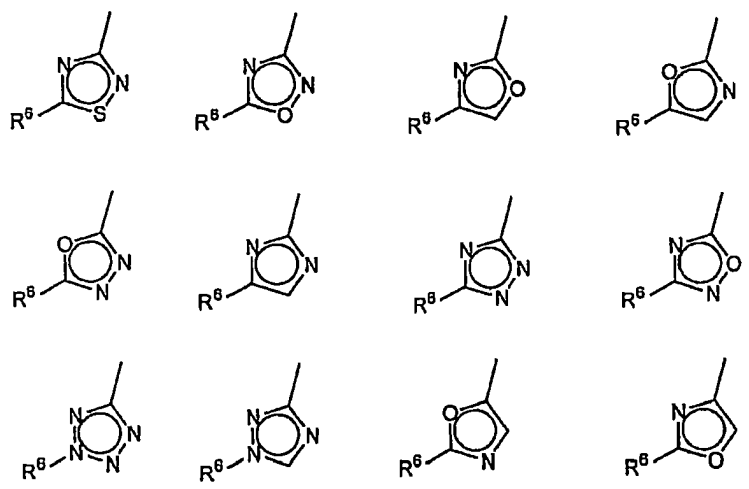
G is oxygen;

R_1 is hydrogen;

R_2 is C_{1-8} alkyl, $-\text{CH}_2$ -aryl, a $-\text{CH}_2$ -heterocyclic group or a $-\text{CH}_2$ -substituted C_5 cycloalkyl (optionally substituted one or more of halo, hydroxy, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-8} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl);

R_3 is cyclobutyl or H;

R_5 is one of the following 5-membered unsaturated heterocyclic ring structures:



and

R_8 is H or phenyl (optionally substituted with halo).

9. (previously presented) A compound according to claim 1, wherein

A is N;

B is $-\text{CH}_2-$;

G is oxygen;

R_1 is hydrogen;

R_2 is C_{1-8} alkyl $-\text{CH}_2$ -aryl, a $-\text{CH}_2$ -heterocyclic group or a $-\text{CH}_2$ -substituted C_5 cycloalkyl (optionally substituted by one or more of halo, hydroxy, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-8} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl);

R_3 is cyclobutyl or H; and

R_5 is $-\text{CH}_2-\text{O}-\text{CH}_3$.

10. (previously presented) A compound according to claim 1, wherein

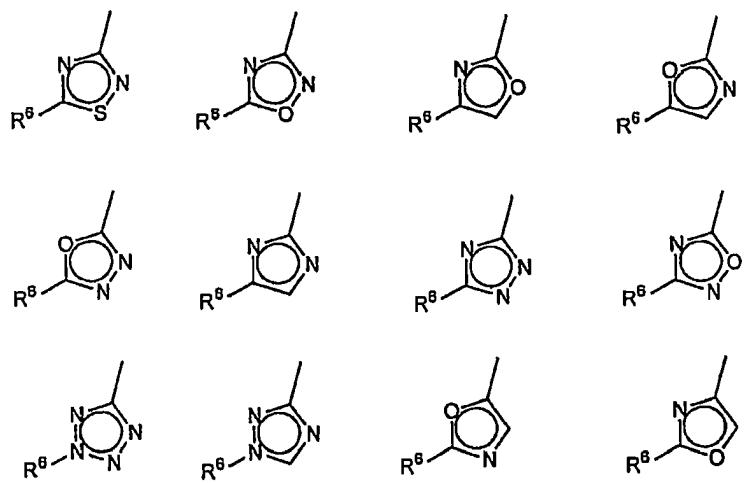
A is N;

B is $-\text{CH}_2-$;

R_1 is hydrogen;

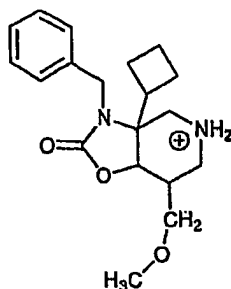
R_3 is hydrogen or cyclobutyl;

R_5 is one of the following 5-membered unsaturated heterocyclic ring structures:



and R_8 is phenyl, 3,5-difluorophenyl or H.

11. (original) A compound according to claim 1, having the formula:



12. (previously presented) A pharmaceutical composition comprising a therapeutically effective amount of the compound of claim 1 .

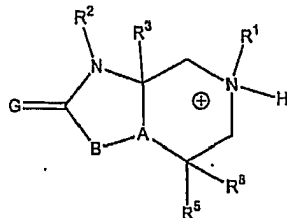
13. (cancel)

14. (currently amended) A method for the manufacture of ~~manufacturing~~ of a pharmaceutical for the modification of an acetylcholine or a muscarinic receptor comprising the step of placing the compound of claim 1 into a pharmaceutical composition in a unit dosage form.

15. (currently amended) The method of claim 14, wherein the pharmaceutical is for the treatment of ~~is for~~ Alzheimer's disease.

16. (currently amended) A method of modifying a muscarinic acetylcholine receptor or an acetylcholine receptor comprising the administration of a therapeutically effective amount of a compound as claimed in claim 1 to a subject in need thereof.

17. (currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein:

A is CH or nitrogen;

B is $-\text{CH}_2-$, $-\text{CHF}-$, $-\text{CF}_2-$, NR_4 or O, with the proviso that when A is N, B is $-\text{CH}_2-$, $-\text{CHF}-$ or $-\text{CF}_2-$;

G is oxygen or $=\text{N-CN}$,

R_1 is hydrogen or C_{1-6} alkyl;

R_2 is hydrogen; C_{1-10} alkyl optionally substituted

with C_{1-6} alkoxy or halogen; aralkyl, a $-\text{CH}_2$ -heterocycle or a $-\text{CH}_2$ - C_5 cycloalkyl ring each of which may be optionally substituted with one or more of halo, hydroxyl, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-8} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl;

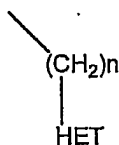
R_3 is a cyclic alkyl radical containing from 3-6 carbon atoms or a C_{1-6} alkyl;

R_4 is hydrogen or lower alkyl;

R_5 is a 5-membered unsaturated heterocyclic ring optionally substituted by a group selected from and

~~R_6 is lower alkyl; hydrogen; arylamino optionally substituted with one or more of halo, hydroxy, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy, C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl; aralkyl optionally substituted with one or more of halo, hydroxy, C_{1-6} alkyl, C_{1-6} haloalkyl, C_{1-6} alkoxy,~~

C_{1-6} haloalkoxy, C_{2-6} alkenyl, C_{2-6} haloalkenyl, C_{2-6} alkynyl or C_{2-6} haloalkynyl; or a group of formula:



wherein n is an integer in the range from 1 to 4 and HET is a heterocyclic group optionally substituted with one or more of halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl;

or R₅ may also be C₂-C₄-aralkyl, -CH₂-O-R₇ where R₇ is C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₂-C₄ aralkyl which groups may be optionally substituted with fluoro or hydroxy; and

R₈ is hydrogen or aryl (optionally substituted with one or more of halo, hydroxyl, C₁₋₆ alkyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkoxy, C₂₋₆ alkenyl, C₂₋₆ haloalkenyl, C₂₋₆ alkynyl or C₂₋₆ haloalkynyl);
with the proviso that when either R₃ or R₈ is not hydrogen, the other is hydrogen.